

ATTACHMENT 1

ANSWER TO QUESTION 10

Answer re Section 63.18(c):

For all parties to this filing (authorization holder, transferor, transferee), please direct all questions and correspondence to the following contact representative:

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Answer re Section 63.18(d):

The transferee in this transaction is Knowroaming, Ltd. (“Knowroaming”), a Canadian corporation, whose control of Telecom North America, Inc. (“TNA”), the holder of the Section 214 authority, was approved previously by the International Bureau. *See* File No. ITC-T/C-2014050700148. In the transaction which is the subject of this filing, Knowroaming has increased its ownership interest in TNA from the previously-approved 50% to the level of 75%. No person is going from an ownership of less than 50% to 50% or more. No person is going from an ownership of 50% or more to less than 50%. Accordingly, under Section 63.24(c) of the Commission’s Rules, this transaction qualifies as *pro forma*, and subject to forbearance.

ANSWER TO QUESTION 11

I. Direct Ownership of TNA

TNA is owned as follows: 25% by Mr. Johannes (Jean) Gottschalk (“Gottschalk”); and 75% by Knowroaming, Ltd. (“Knowroaming”), a Canadian corporation. Gottschalk is a citizen of Germany and a permanent US resident.

Mr. Gottschalk is one of the founders of TNA, and his ownership in TNA has been approved by the FCC and the US Department of Justice (“DOJ”) on more than one occasion. *See, e.g., Public Notice*, Report No. TEL-01481, *International Authorizations Granted*, 26 FCC Rcd 1359, 1362 (Int’l. Bur., 2011); *Public Notice*, Report No. TEL-01660, *International Authorizations Granted* (DA 14-307, released February 26, 2014).

Knowroaming holds 75% of TNA and controls TNA. There are three directors of TNA: Mr. Gottschalk, Mr. Gregory Gundelfinger (described below) and Mr. Mathew Stein (described below). Messrs. Gundelfinger and Stein are the founders of Knowroaming.

II. Indirect Ownership of TNA

With one exception, the information set forth below is the same as it was when the International Bureau passed upon Knowroaming's qualifications to control TNA, in File No. ITC-T/C-2014050700148. The exception is that Mr. Mathew Stein was at that time a citizen of South Africa but a permanent resident of Canada. Mr. Stein has since acquired Canadian citizenship and relinquished his South African citizenship.

Knowroaming is owned as follows: 25% by Mr. Gregory Gundelfinger ("Gundelfinger"), a citizen of both South Africa and Germany and a permanent resident of Canada; 25% by Mr. Mathew Stein ("Stein"), a citizen of Canada; and 50% by Carlyle Kft ("Carlyle"), a Hungarian corporation. Messrs. Gundelfinger and Stein are the founders of Knowroaming. A flow-chart of Knowroaming's ownership is attached.

Carlyle is owned by Ki Unlimited ("Unlimited"), a corporation organized under the laws of the British Virgin Islands ("BVI"). Unlimited, in turn, is owned 100% by Ki Corporation Limited ("Ki"), a corporation organized under the laws of the Isle of Jersey, a part of the United Kingdom. Ki, in turn, is controlled as follows:

There are two classes of stock in Ki – the class A shares and the class B shares. The A shares have economic rights but no voting rights. The B shares hold only voting rights (and nominal economic rights).

The A shares are registered in the name of Eurona Foundation ("Eurona-1"), a Liechtenstein foundation, as nominee for four BVI companies: Lyndhurst Holdings & Investment Limited; Parktown Investment Holdings Limited; Wendywood Investment Holdings Limited; and Kirsh Foundation Holdings Limited (collectively, the "BVI Companies"). Each of the BVI Companies beneficially owns 25% of the A shares in Ki.

Eurona-1 has two members of its governing board – Nathan Kirsh ("Nathan") and Prince Michael of Liechtenstein ("Michael"). Michael acts in his capacity as a private individual.

Each of the BVI Companies is owned by a BVI trust. Those four BVI trusts are: Philip Trust, Linda Trust, Wendy Trust, and Nathan Kirsh Foundation (collectively, the "BVI Trusts"). Nathan funded all four of the BVI Trusts. The beneficiaries of the BVI Trusts are: Frances Kirsh, Nathan's wife ("Frances"); Philip Kirsh, Nathan's son ("Philip"); Linda Mirels, one of Nathan's daughters ("Linda"); Wendy Fisher, the other of Nathan's daughters ("Wendy"); their remoter issue; and various charities. Nathan is not a beneficiary of any of the BVI Trusts.

The Guardian Trust Company, a BVI corporation, is the trustee of each of the BVI Trusts. Although the trustee has wide powers to administer each of the BVI Trusts, that power is somewhat circumscribed in that, under applicable law, each of the BVI Trusts has a "protector",

separate from the trustee. In the case of the four BVI Trusts, that protector is the Eurona II Foundation (“Eurona-2”), a Liechtenstein foundation. As protector, Eurona-2 has substantial veto power over trustee decisions regarding distributions or other payments to beneficiaries.

The B shares in Ki are held by Eurona-2. Through these shares, Eurona-2 controls Ki.

The make-up of Eurona-2 is as follows:

There are six members of the governing board of Eurona-2; three “Class A” board members, and three “Class B” board members. (Note – these Class A and Class B *board seats* of Eurona-2 are separate and distinct from the Class A and Class B *shares* of Ki.) The three Eurona-2 Class A board members are Philip, Linda and Wendy. The three Eurona-2 Class B board members are Interstock Anstalt, Ron Sandler and Bradley Fried.

Philip and Linda are U.S. citizens, while Wendy is a citizen of the United Kingdom. Interstock Anstalt is a Liechtenstein anstalt, Ron Sandler is a citizen of Germany, and Bradley Fried is a citizen of the United Kingdom. Interstock Anstalt is controlled by Michael. Michael acts in his capacity as a private individual.

The powers that Eurona-2 holds in its capacity as protector of the BVI Trusts (*see* discussion above) is exercised exclusively by its Class B board members, acting by majority vote among the three of them. Except as to its position as protector of the BVI Trusts, Eurona-2 acts by majority vote of its entire six-person board; this includes voting the class B shares it owns in Ki.

Each board member of Eurona-2 holds the power to appoint his/her/its successor as board member, and to later change his/her/its mind and remove any successor so appointed, except that neither Nathan nor any spouse or descendant of Nathan (collectively, a “Nathan Relative”), nor any employee of or entity controlled by any Nathan Relative, is eligible to be a Class B board member.

ANSWER TO QUESTION 13

Knowroaming purchased the 25% interest in TNA that was previously owned by Mr. Hervé Andrieu, a French citizen. Added to Knowroaming’s pre-existing 50% ownership interest, its ownership interest now stands at 75%.